



DLA Piper US LLP
203 North LaSalle Street, Suite 1900
Chicago, Illinois 60601-1293
T 312.368.4000
F 312.236.7516
W www.dlapiper.com

SUSAN G. LICHTENFELD
susan.lichtenfeld @dlapiper.com
Direct Phone: 312-368-2125
Direct Fax: 312-630-6338

September 26, 2007

RECORDATION NO. 23726-B FILED

Via E-Filing

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

SEP 26 '07 -4 2 8 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for electronic filing and recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Memorandum of Assignment of Lease, dated as of June 27, 2007 (the "Memorandum") between Banc of America Leasing & Capital, LLC, as Transferor, and Citicorp Railmark, Inc., as Transferee, which Memorandum is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed Memorandum relates to that certain Lease Agreement, dated as of June 1, 2001, between Banc of America Leasing & Capital, LLC, as lessor, and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lease"). A Memorandum of Lease Agreement with respect to the Lease was filed with the Surface Transportation Board on October 26, 2001 and assigned recordation number 23726.

The names and address of the parties to the enclosed Memorandum are:

Transferor: Banc of America Leasing & Capital, LLC
555 California Street, Fourth Floor
San Francisco, CA 94104

Transferee: Citicorp Railmark, Inc.
388 Greenwich Street, 20th Floor
New York, NY 10013

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Memorandum.



Mr. Vernon A. Williams
September 26, 2007
Page 2

The required recordation fee of \$35.00 is being paid to the Surface Transportation Board herewith.

Kindly return file-stamped copies of the Memorandum and this letter to Susan G. Lichtenfeld at DLA Piper US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Memorandum of Assignment of Lease, dated as of June 27, 2006, between Banc of America Leasing & Capital, LLC, as Transferor, and Citicorp Railmark, Inc., as Transferee.

Document to Which the Secondary Document Relates

Memorandum of Lease Agreement, dated as of June 1, 2001, between Banc of America Leasing & Capital, LLC, as Lessor, and The Burlington Northern and Santa Fe Railway Company, as Lessee, which was filed with the Surface Transportation Board on October 26, 2001 and assigned recordation number 23726.

Sincerely,

DLA PIPER US LLP


Susan G. Lichtenfeld

SGL/rc
Enclosures

RECORDATION NO. 23726B FILED

SEP 26 '07 -4 2 8 PM

BOFA (BNSF 2001029)

**SURFACE TRANSPORTATION BOARD
MEMORANDUM OF ASSIGNMENT OF LEASE**

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 27 day of June, 2007, is made by Banc of America Leasing & Capital, LLC, a Delaware limited liability company, with an address at 555 California Street, San Francisco, California 94104 (the "Transferor"), and Citicorp Railmark, Inc., a Delaware corporation, with an address at 388 Greenwich Street, 20th Floor, New York, New York 10013 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor as lessor, and BNSF Railway Company, (formerly named The Burlington Northern and Santa Fe Railway Company) (the "Lessee"), as lessee, previously entered into the following documents, pursuant to which Lessee leases 214 railcars identified on Schedule 1 attached hereto (the "Equipment"): (i) Lease Agreement dated as of June 1, 2001 (the "Lease Agreement") and (ii) Appendix No. 1 dated as of June 1, 2001 ("Appendix No. 1"). The Lease Agreement and Appendix No. 1 are collectively referred to herein as the "Lease".

WHEREAS, a Memorandum of Lease Agreement was filed with the Surface Transportation Board on October 26, 2001 and assigned recordation number 23726.

WHEREAS, pursuant to a Purchase Agreement dated as of June 27, 2007 between Transferor and Transferee (the "Purchase Agreement"), Transferor agreed to sell the Equipment to Transferee and to assign to transferee the rights and obligations of Transferor in, to and under the Lease arising after the date hereof, and Transferee agreed to purchase the Equipment and agreed to such assignment.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid sale and assignment, and the respective interests therein of the Parties.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment of Lease with the Surface Transportation Board Pursuant to 49 U.S.C. Section 11301(a). In the event of any conflict between the provisions of this Memorandum of Assignment of Lease and the Purchase Agreement, the provisions of the Purchase Agreement shall control.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its operating agreement and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

**BANC OF AMERICA LEASING &
CAPITAL, LLC**

By: 

Name: Laurene N. Cockett

Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its operating agreement and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

**BANC OF AMERICA LEASING &
CAPITAL, LLC**

By: _____
Name: _____
Title: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: Thomas Paulicki
Name: THOMAS PAULICKI
Title: SENIOR VICE PRESIDENT

**SCHEDULE 1
TO
MEMORANDUM OF ASSIGNMENT OF LEASE**

Two hundred fourteen (214) Rotary Aluminum Autoflood II 286,000 pound gross rail load railcars manufactured by Johnstown American Corporation, Freight Unit Division, in 1998 bearing the following road marks and numbers (all inclusive):

COAX 98361 to 98362;
COAX 98364 to 98392;
COAX 98394 to 98416;
COAX 98418 to 98425;
COAX 98427 to 98448;
COAX 98450 to 98451;
COAX 98453 to 98463;
COAX 98465 to 98470;
COAX 98472 to 98474;
COAX 98476 to 98487;
COAX 98489 to 98493;
COAX 98495 to 98499;
COAX 98502 to 98534;
COAX 98536 to 98561;
COAX 98563 to 98587;
COAX 98589 to 98590